



Notice of and Agenda for Annual General Meeting

Dated 27 April 2023

Royal Alberta United Services Institute (RAUSI)

Notice of and Agenda for Annual General Meeting for Year Ending 31 December 2022

Dated 27 April 2023

Bylaw 43, "The Annual General Meeting of the Institute shall be held not later than the 31st day of May."

Bylaw 46, "Written notice of any Annual or Special General Meeting specifying the nature of the business to be transacted and the place, date and hour the meeting is to be held, shall be mailed or e-mailed as applicable, to all members of the Institute in good standing at least fourteen (14) days prior to the holding of such meeting."

To all Members of all classes, please note the following.

1. AGM will be held:

- A. Tuesday, 30 May 2023 at 1900 MST [bylaw 46];
- B. via Zoom.

2. Agenda

- A. Call to order.
- B. Motion to accept minutes of 2021 AGM [Annex A].
- C. President's 2022 Report [bylaw 51a].
- D. Committee Reports [bylaw 51(b)]:
 - i. Finance 2022 [Annex B];
 - ii. Programming.
- E. Election of Auditors for 2023 yearend financial statements [two members per bylaw 51(c)].
 - i. Motion to elect two nominees: Colonel (ret) Chuck Hamel, Captain (ret) G Philip Fisher, both of whom have kindly agreed to let their names stand.
- F. Election of Directors [bylaw 51(d)]



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- i. Promulgation of results of nominations from the Nominating Committee 30 days before the AGM bylaws 22(b)(i) and 22(b)(ii)]. See list per ¶2.F.iii.
- ii. Invitation for any two members to nominate other directors [bylaw 23(a)].
 1. In the event of such members' nominations, motion to waive requirement to promulgate such names 30 days before the AGM [bylaw 23(b)].

iii. Voting

1. Proposed board per nominating committee

Reference	Position	Name	Term [bylaw 21(a)]
bylaw 20(a)	Pres.	Joe Howard	(ii) 1 year
bylaw 20(a)	VP	Kent Griffiths	(ii) 1 year
bylaw 20(a)	Plus minimum 8 other directors		
	1	Paul Bury	(iii)
	2	Jay Milne	(iii)
	3	Doug Stinson	(iii)
	4	Karen Storwick	(iii)
	5	Geoff Jackson	(iii)
	6	Bill McAuley	(iii)
	7	Dave Sweeney	(iii)
	8	Nate Blackmore	(iii)
	9	Stewart Campbell	(iii)
	10	Marianne Grenier	(iii)
	11	John Lusty	(iii)
	12	Candy Poon	(iii)
bylaw 20(b)	Past Pres.	Eppo van Weelderen	
bylaw 20(c)	Treasurer	Dave Sweeney	

G. Other special business as per notice previously given [bylaw 51(f)].

- i. Amendments to Bylaws (simplifying the membership classes).
- ii. RAUSI Foundation Windup – to include the rationale for the distributions.
- iii. RAUSI Strategic Plan.



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iv. RAUSI Business Plan 2023-5.

v. RAUSI Research Grant Program for 2023-4.

H. Other business normally conducted [bylaw 51 (g)].

I. Confirm the actions of the 2022-3 Board of Directors.

Please direct questions as soon as possible to LJ "Joe" Howard, 403-282-3347, ljosephhoward@gmail.com. Thank you.



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Minutes of Annual General Meeting for Year Ending 31 December 2021

Meeting held 21 July 2022 at 1900 – Zoom video call

1. Agenda

- A.** Chair determined a quorum in place and called meeting to order [bylaw 46].
- B.** **Chair called for motion** to waive 31 May 2022 deadline for AGM [bylaw 43]. Moved by Howard, seconded by Storwick. Carried.
- C.** **Chair called for motion** to accept minutes of 2020 AGM [attached Annex A]. Moved by Stinson, seconded by Bury. Carried.
- D.** **President's Report.** [bylaw 51 (a)]. President reviewed success of critical events for the reporting period and welcomed new initiatives in security and defense education program.
- E.** **Committee reports** [bylaw 51 (b)].
 - i.** **Chair called for motion** to accept Finance Report [Annex B]. Moved by Howard, seconded by Bury. Report and year-end financial statements presented. Carried.
 - ii.** **Chair called for motion** to accept Programming and Marketing Report [Annex C]. Moved by Bury, seconded by Stinson. Carried.
 - iii.** Other: none.
- F.** **Election of Auditors** for 2022 yearend financial statements [two members per bylaw 51 (c)];
 - i.** **Chair called for motion** to elect two nominees. Howard moved that Colonel Chuck Hamel (Ret'd) and Captain G Philip Fisher (Ret'd) be appointed auditors, noting both kindly agreed to let their names stand, seconded by Bury. Carried.
- G.** **Election of Directors** [bylaw 51 (d)].
 - i.** **Chair called for motion** to waive the Board's appointment of a Nominating Committee [consisting of three members] 45 days before the AGM [bylaw 22(a)]. Moved by Howard, seconded by Stinson. Carried.
 - ii.** **Chair called for motion** to waive promulgation of results of nominations from the Nominating Committee 30 days before the AGM [bylaws 22(b) (i) and 22(b) (ii)]. Moved by Howard, seconded by Stinson. Carried.



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iii. Chair invited any two members to nominate other directors [bylaw 23(a)]. None nominated.

1. In the event of such members' nominations, **motion to waive** requirement to promulgate such names 30 days before the AGM [bylaw23(b)]. Not applicable.

iv. **Voting**

1. **Board below proposed and installed by acclamation.**

Reference	Position	Appointment	Term [bylaw 21(a)]
Bylaw 20(a)	<u>Pres</u>	Eppo van Weelderen	(ii) 1 year
Bylaw 20(a)	<u>VP</u>	Joe Howard	(ii) 1 year
Bylaw 20(a)	plus <i>maximum eight (8)</i> other directors		
	1	Anna Kocot	[bylaw 21(b)] 2 years
	2	Paul Bury	[bylaw 21(b)] 1 year
	3	Karen Storwick	[bylaw 21(b)] 2 years
	4	Doug Stinson	[bylaw 21(b)] 1 year
	5	Geoff Jackson	[bylaw 21(b)] 2 years
	6	Alana Reid	[bylaw 21(b)] 1 year
	7	Bill McAuley	[bylaw 21(b)] 2 years
Bylaw 21(b)	8	as may be appointed by the board	(iii)
Bylaw 20(b)	<u>Past Pres.</u>	Kent Griffiths	One year
Bylaw 20(c)	<u>Treasurer</u>	Alana Reid	One year

H. **Proposed amendments to bylaws** [bylaw 51(e)].

i. **Howard moved** to amend bylaw 20(a) to read "The Board comprises a President, Vice-President, and minimum of eight (8) Directors elected among the Ordinary Members of the Institute," seconded by Bury. Carried.

1. **Howard moved** to introduce bylaw 20(c) to separate the currently singular function of Secretary-Treasurer into two distinct appointments, with each incumbent being a director and being appointed by the Board, viz., bylaw 20(c) to read: "*a Secretary and a Treasurer: 1. shall each be an elected Member of the Board; and 2. shall each be appointed by the members of the Board,*" seconded by Bury. Carried.



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- ii. **Howard moved** to amend bylaw 40(c), *Duties of Officers – Secretary-Treasurer* to set out updated and specific duties for each of the Secretary and the Treasurer, viz.

	40 (c) The Treasurer shall
i.	<p>To ensure a system of effective internal accounting control by inter alia employing a division of duties and segregating access to accounting records from authority to expend funds from access to funds themselves;</p> <ul style="list-style-type: none"> A. Work closely with and oversee the work of the bookkeeper who shall keep books of original entry, including maintaining a coherent and relevant code of accounts; B. Be the first point of contact for invoices provided from service providers and suppliers, and scrutinize such invoices; C. Prepare a matrix for approvals by directors of expenditures that includes the requirement for written approval for expenditures from any two directors excluding the Treasurer, D. Arrange for such written approvals to be forwarded to the bookkeeper prior to paying invoices; E. Monitor funds invested; F. Retain sole access to the bank card; G. Maintain current signing authorities with the bank for cheques in the event cheques must be issued in lieu of e-transfers; H. Model monthly budgets and cash flow forecasts relative to code of accounts; I. Issue monthly financial statements to all directors showing comparative year to date actual v budget;
ii.	<p>Assist those who have undertaken to audit or review the yearend financial statements per bylaw 60; including preparing lead sheets with trial balance, adjusting entries and accurate compilation of annual financial statements including</p> <ul style="list-style-type: none"> A. balance sheet, B. income statement, C. statement of net assets, D. statement of changes in financial position,



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	E. accompanying notes
iii.	Ensure compliance with AGLC spending regulations per AGLC Use of Proceeds and relevance of Use of Proceeds with RAUSI's activity, including a <u>literal</u> interpretation of Use of Proceeds, including assisting the bookkeeper with the annual audit conducted by AGLC
iv.	Complete financial filings with Canada Revenue Agency
v.	Complete other tasks as required for effective financial governance

Seconded by Bury, carried.

iii. Howard moved to introduce bylaw 40 (d) as follows:

	40 (d) The Secretary shall
i.	Arrange for the recording, promulgation and orderly retention of minutes of meetings of the Board of Directors [BoD] to include decisions and main points of discussion
ii.	Complete filings with provincial authorities, including the Provincial Registrar, AGLC and others
iii.	<p>Keep the BoD briefed on best practices in governance for volunteer not for profit organizations, including e.g., circulating to each director guidance such as that provided by the</p> <ol style="list-style-type: none"> 1. Chartered Professional Accountants of Canada https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance/publications/not-for-profit-governance-resource-guide, 2. Law Society of Alberta https://www.lawsociety.ab.ca/resource-centre/key-resources/ethics-and-professionalism/navigating-not-for-profits/ 3. Other ad hoc resources
iv.	Keep bylaws current and relevant;
v.	Take best efforts to ensure RAUSI complies with laws and regulations concerning the copyrights and other entitlements of sources whose research and outputs [written or spoken] are used by RAUSI in kits website and Zoom productions



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v.	<i>Complete other tasks as required for effective non-financial governance</i>
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Seconded by Bury. Carried.

- I.** Other special business as per notice previously given [bylaw 51(f)]. None.
- J.** Other business normally conducted [bylaw 51(g)].
 - i.** **Howard moved** actions of the 2021 Board of Directors be confirmed, seconded by Stinson. Carried.
- K.** AGM adjourned at 1920 hours.



Royal Alberta United Services Institute (RAUSI)

Financial Report for 2022

2022 was the second full year of RAUSI's performance as a think tank **(i)** programming research in security and defence; **(ii)** using a virtual vice real office. 2021 activity included development of a website, rausi.ca, and social media campaign. RAUSI programmed research authored by its members and third parties. Most costs concerned programming vice administrative overhead. Costs were funded by **(i)** RAUSI membership revenue, which remains less than in prior years given nascent brand recognition compounded by higher annual fees; **(ii)** funds on hand.

In 2022, **(i)** programming expanded to online presentations and hybrid in-person lunch-and-learns; **(ii)** RAUSI obtained permission from Alberta Gaming Liquor and Cannabis Commission to expand its *Use of Proceeds* enabling RAUSI to fund programming.



ANNEX B
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		2022			2021
		<u>Operating</u>	<u>Casino</u>		
		<u>Fund</u>	<u>Fund</u>	<u>total</u>	<u>total</u>
Balance sheet					
Assets					
Current Assets		\$ 9,008	\$ 70,483	\$ 79,491	\$ 6,896
Investments		\$ 146,713	\$ -	\$ 146,713	\$ 231,640
		\$ 155,721	\$ 70,483	\$ 226,204	\$ 238,536
Liabilities					
Current Liabilities		\$ 1,969	\$ -	\$ 1,969	\$ 9,734
Deferred Contributions		\$ -	\$ 70,483	\$ 70,483	\$ 64
		\$ 1,969	\$ 70,483	\$ 72,452	\$ 9,798
Net Assets					
Internally restricted		\$ 65,422	\$ -	\$ 65,422	\$ 140,409
Unrestricted		\$ 88,329	\$ -	\$ 88,329	\$ 88,329
		\$ 153,751	\$ -	\$ 153,751	\$ 228,738
		\$ 155,721	\$ 70,483	\$ 226,203	\$ 238,536
Income statement					
Revenue		\$ (8,865)	\$ 3,927	\$ (4,938)	\$ 73,029
Expenses		\$ (66,122)	\$ (3,927)	\$ (70,049)	(93,137)
Excess (Deficiency) of Revenues over Expenses		\$ (74,987)	\$ -	\$ (74,987)	\$ (20,108)

For a copy of RAUSI's financial statements, go to the RAUSI website www.rausi.ca.